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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

NABISCO HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

13-3077142
(I.R.S. Employer Identification Number)

7 Campus Drive
Parsippany, New Jersey 07054

(Address of registrant's principal executive office)

NABISCO HOLDINGS CORP.
1994 LONG TERM INCENTIVE PLAN
(Full title of the plan)

James A. Kirkman III
Nabisco Holdings Corp.
7 Campus Drive
Parsippany, New Jersey 07054
(201) 682-5000

(Name and address of agent for service)

Copies to:

Andrew R. Keller, Esq.
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$.01 per share	16,300,000 shares	\$24.50 (1)	\$399,350,000	\$137,708 (1)
Options to purchase shares of Class A Common Stock	Options to purchase an indeterminate number of shares of Class A Common Stock (2)	Not applicable	Not applicable	\$2,685 (3)

(1) Pursuant to Rule 457(h) under the Securities Act of 1933 the proposed maximum offering price per share and the registration fee have been based on the initial public offering price of the Class A Common Stock on January 19, 1995.

(2) The number of shares of Class A Common Stock subject to Options to be exchanged for options (the "Holdings Options") to purchase shares of common stock of RJR Nabisco Holdings Corp. ("Holdings Common Stock") will be based on the relative fair market values of Holdings Common Stock and Class A Common Stock.

(3) Pursuant to Rule 457(f), the registration fee was computed on the basis of the value of the Holdings Options to be cancelled in exchange for Options to purchase shares of Class A Common Stock of Nabisco, computed in accordance with Rule 457(c) on the basis of the average of the high and low prices per share of Holdings Common Stock on the New York Stock Exchange Composite Transactions Tape on January 19, 1995, minus the exercise price of the Holdings Options, multiplied by the number of shares of Holdings Common Stock subject to Holdings Options.

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PART I

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the "Commission") by Nabisco Holdings Corp., a Delaware corporation ("Nabisco"), are incorporated as of their respective dates in this Registration Statement by reference:

- A. The latest prospectus (dated January 19, 1995) of Nabisco filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act") that contains audited financial statements for Nabisco's latest fiscal year for which such statements have been filed (the "Prospectus").
- B. All other reports filed by Nabisco pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the date of the Prospectus.
- C. Description of Nabisco's Class A Common Stock contained in Nabisco's Registration Statement on Form 8-A filed with the Commission on December 20, 1994.

All documents filed by Nabisco pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained

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herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

(a) Not applicable with respect to Class A Common Stock.

(b) In connection with the initial public offering of shares of Class A Common Stock, par value \$.01 per share, of Nabisco (the "Class A Common Stock"), Nabisco is offering to certain employees options ("Options"), which are not designated as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended, entitling the holder thereof to purchase shares of Class A Common Stock. The Options will be granted pursuant to the Nabisco Holdings Corp. 1994 Long Term Incentive Plan (the "Plan"). Participants in the Plan may elect to receive Options covered by this registration statement in exchange for the cancellation of a stated percentage of their outstanding stock options to purchase shares of common stock, par value \$0.01 per share, of RJR Nabisco Holdings Corp. ("Holdings"), an affiliate of Nabisco.

Participants in the Plan who are employees of Nabisco may elect to receive Options in exchange for the cancellation of 100% of their outstanding stock options to purchase Holdings common stock; Mr. Charles M. Harper, the chairman of the board of directors of Nabisco, may elect to receive Options in exchange for the cancellation of 50% of his outstanding Holdings stock options; and participants in the Plan who are employees of RJR Nabisco, Inc., an affiliate of Nabisco, may elect to receive Options in exchange for the cancellation of approximately 20% of their outstanding Holdings stock options. The exercise price of such Options will be equal to the fair market value of Class A Common Stock on the date of grant. The number of shares of Class A Common Stock subject to Options in such exchange will be based on the relative fair market values of Holdings common stock and Class A Common Stock. Options granted in exchange for the cancellation of Holdings stock options will be fully vested, but will otherwise be treated as newly granted options and may not be exercised for three years after the date of grant.

The total number of shares of Class A Common Stock that may be allocated pursuant to Options, the number of shares of Class A Common Stock subject to outstanding Options, the exercise price for such Options and other terms and conditions of Options may be equitably adjusted by the Committee in the event of changes in Nabisco's capital structure resulting from certain corporate transactions, including a spin-off, stock dividend, stock split or a subdivision, recapitalization, combination or reclassification of shares, a merger or consolidation, change of control or similar event.

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Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Law") empowers a Delaware corporation to indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer or director of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such officer or director acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, and, for criminal proceedings, had no reasonable cause to believe his conduct was illegal. A Delaware corporation may indemnify officers and directors against expenses (including attorney's fees) in connection with the defense or settlement of an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director actually and reasonably incurred.

In accordance with the Delaware Law, the Certificate of Incorporation of Nabisco contains a provision to limit the personal liability of the directors of Nabisco for violations of their fiduciary duty. This provision eliminates each director's liability to Nabisco or its stockholders for monetary damages except (i) for any breach of the director's duty of loyalty to Nabisco or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware Law providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions, or (iv) for any transaction from which a director derived an improper personal benefit. The effect of this provision is to eliminate the personal liability of directors for monetary damages for actions involving a breach of their fiduciary duty of care, including any such actions involving gross negligence. In addition, the holders of Common Stock are deemed to have consented to certain provisions of the Certificate of Incorporation under which certain allocations of corporate opportunities are not deemed to breach a director's fiduciary duty of loyalty.

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Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

4.1(a) Form of Restated Certificate of Incorporation of Nabisco Holdings Corp. (incorporated by reference to Exhibit 3.1 to Amendment No. 3, filed January 19, 1995, to the Registration Statement on Form S-1 of Nabisco Holdings Corp., Registration No. 33-85796, filed October 28, 1994, as amended)

4.1(b) Form of Amended By-laws of Nabisco Holdings Corp., as amended (incorporated by reference to Exhibit 3.2 to Amendment No. 3, filed January 19, 1995, to the Registration Statement on Form S-1 of Nabisco Holdings Corp., Registration No. 33-85796, filed October 28, 1994, as amended)

4.2 Nabisco Holdings Corp. 1994 Long Term Incentive Plan (incorporated by reference to Exhibit 10.4 to Amendment No. 2, filed December 27, 1994, to the Registration Statement on Form S-1 of Nabisco Holdings Corp., Registration No. 33-85796, filed October 28, 1994, as amended)

5 Opinion of Simpson Thacher & Bartlett regarding the legality of the securities being registered

23.1 Consent of Independent Auditors

23.2 Consent of Simpson Thacher & Bartlett (included in Exhibit 5)

24 Power of Attorney

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-

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effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information set forth in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of

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appropriate jurisdiction the question whether such indemnification by it is against policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 20th day of January, 1995.

NABISCO HOLDINGS CORP.

By: /s/ H. John Greeniaus

Name: H. John Greeniaus
Title: President and Chief
Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities set forth below on January 20, 1995.

SignatureTitle

*

..... President, Chief Executive Officer
H. John Greeniaus and Director

*

..... Executive Vice President and Chief
H.F. Powell Financial Officer

*

..... Senior Vice President and
Lawrence H. Kleinberg Controller

*

..... Director
John T. Chain, Jr.

*

..... Non-executive Chairman of the
Charles M. Harper Board of Directors

..... Director
Henry R. Kravis

*

..... Director
George R. Roberts

*By: /s/ Jo-Ann Ford
Jo-Ann Ford
Attorney-in-Fact

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INDEX TO EXHIBITS

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SIMPSON THACHER & BARTLETT

A PARTNERSHIP WHICH INCLUDES PROFESSIONAL CORPORATIONS

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3054

(212) 455-2000

WRITER'S DIRECT DIAL NUMBER

TELECOPIER: 455-2502
TELEX: 129158

LONDON
HONG KONG
TOKYO
COLUMBUS

January 20, 1995

Nabisco Holdings Corp.
7 Campus Drive
Parsippany, New Jersey 07054

Dear Sirs:

We have acted as your counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") of Nabisco Holdings Corp., a Delaware corporation (the "Company"), which you intend to file with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance by the Company of an additional 16,300,000 shares of the Company's Class A Common Stock, par value \$.01 per share (the "Shares") and options to purchase an indeterminate number of shares of the Company's Class A Common Stock (the "Options") pursuant to the Nabisco Holdings Corp. 1994 Long Term Incentive Plan (the "Plan").

We have examined an executed copy of the Registration Statement (including the exhibits thereto) and originals, or copies certified or otherwise identified to our satisfaction, of such documents and records of the Company and we have made such

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Nabisco Holdings Corp.

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January 20, 1995

other and further investigations as we deemed necessary to enable us to express the opinions hereinafter set forth.

We hereby advise you that in our opinion, assuming effectiveness of the Registration Statement under the Securities Act, (i) the issuance of the Shares, upon the due designation of the Shares as shares of Class A Common Stock and the reservation for issuance of the Shares pursuant to the Plan by the board of directors of the Company prior to the issuance thereof, will have been duly authorized and, when issued and sold as contemplated by the Registration Statement, such Shares will be legally issued, fully paid and non-assessable and (ii) the Options, upon being duly granted pursuant to the Plan and upon the due authorization by the board of directors of the Company of the terms of the exchange of Options for options to purchase shares of common stock of RJR Nabisco Holdings Corp. ("Holdings Options") as contemplated in the Registration Statement, when delivered upon exchange for Holdings Options as contemplated in the Registration Statement, will constitute valid and legally binding obligations of the Company in accordance with and subject to the terms thereof.

We are members of the Bar of the State of New York and we express no opinion herein other than with respect to the laws of the State of New York, the federal law of the United States of America and the Delaware General Corporation Law.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

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Nabisco Holdings Corp.

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January 20, 1995

This opinion is rendered to you in connection with the above described transactions. This opinion may not be relied upon by you for any other purpose, or relied upon by, or furnished to, any other person, firm or corporation without our prior written consent.

Very truly yours,

Simpson Thacher & Bartlett
SIMPSON THACHER & BARTLETT

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EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of Nabisco Holdings Corp. ("Nabisco") on Form S-8 of our report dated October 27, 1994, appearing in the prospectus included in Amendment No. 3 to Nabisco's Registration Statement No. 33-85796 on Form S-1.

Deloitte & Touche LLP
DELOITTE & TOUCHE LLP

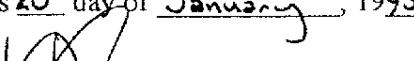
New York, New York
January 19, 1995

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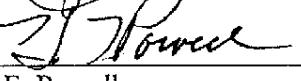
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of **NABISCO HOLDINGS CORP.**, a Delaware corporation (the "Company"), do hereby make, constitute and appoint Jo-Ann Ford, Joan E. Gmora and James A. Kirkman III, and each of them, attorneys-in-fact and agents of the undersigned with full power and authority of substitution and resubstitution, in any and all capacities, to execute for and on behalf of the undersigned the **Registration Statement on Form S-8** and any and all amendments or supplements to the foregoing Registration Statement and any other documents and instruments incidental thereto, and to deliver and file the same, with all exhibits thereto, and all documents and instruments in connection therewith, with the Securities and Exchange Commission, and with each exchange on which any class of securities of the Company is registered, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing that said attorneys-in-fact and agents, and each of them, deem advisable or necessary to enable the Company to effectuate the intents and purposes hereof, and the undersigned hereby fully ratify and confirm all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed his or her name,
this 20th day of January, 1995


H. John Greenbaum

President and Chief Executive Officer,
Director


H. F. Powell

Executive Vice President and Chief
Financial Officer


Lawrence H. Kleinberg

Senior Vice President and Controller

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of **NABISCO HOLDINGS CORP.**, a Delaware corporation (the "Company"), do hereby make, constitute and appoint Jo-Ann Ford, Joan E. Gmora and James A. Kirkman III, and each of them, attorneys-in-fact and agents of the undersigned with full power and authority of substitution and resubstitution, in any and all capacities, to execute for and on behalf of the undersigned the **Registration Statement on Form S-8** and any and all amendments or supplements to the foregoing Registration Statement and any other documents and instruments incidental thereto, and to deliver and file the same, with all exhibits thereto, and all documents and instruments in connection therewith, with the Securities and Exchange Commission, and with each exchange on which any class of securities of the Company is registered, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing that said attorneys-in-fact and agents, and each of them, deem advisable or necessary to enable the Company to effectuate the intents and purposes hereof, and the undersigned hereby fully ratify and confirm all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed his or her name,
this 20th day of January, 1995

H. John Greeniaus

President and Chief Executive Officer,
Director

H. F. Powell

Executive Vice President and Chief
Financial Officer

Lawrence H. Kleinberg
Lawrence H. Kleinberg

Senior Vice President and Controller

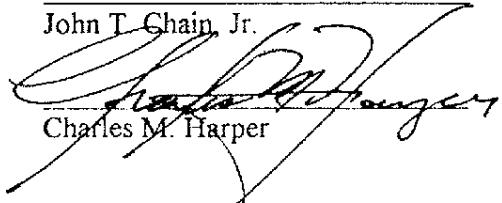


John T. Chain, Jr. Director

Charles M. Harper Director

Henry R. Kravis Director

George R. Roberts Director

John T. Chain, Jr.

Charles M. Harper

Director

Henry R. Kravis

Director

Director

George R. Roberts

Director

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Director

John T. Chain, Jr.

Director

Charles M. Harper

Director

Henry R. KravisGeorge R. Roberts

Director

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